

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

**IN RE: REALPAGE, INC., RENTAL  
SOFTWARE ANTITRUST LITIGATION  
(NO. II)**

**Case No. 3:23-md-03071  
MDL No. 3071**

**Chief Judge Waverly D. Crenshaw, Jr.**

**This Document Relates to:  
3:23-cv-00378  
3:23-cv-00742  
3:23-cv-00979**

**DEFENDANT APARTMENT MANAGEMENT CONSULTANTS, LLC'S ANSWER TO  
PLAINTIFFS' SECOND AMENDED  
CONSOLIDATED CLASS ACTION COMPLAINT**

Defendant Apartment Management Consultants, LLC ("AMC"), by and through the undersigned counsel, for its Answer and Affirmative Defenses to Plaintiffs' Second Amended Consolidated Class Action Complaint, ECF No. 530 ("Complaint"), states as follows:

**PRELIMINARY STATEMENT**

Unless otherwise noted, the numbered paragraphs below correspond to the numbered paragraphs in the Complaint. Where the Complaint when Plaintiffs make allegations against all or multiple Defendants, AMC answers for itself only.

This Answer incorporates Plaintiffs' headings and subheadings for ease of reference only. However, the headings and footnotes contained within the Complaint are not substantive allegations to which an answer is required. To the extent that headings and/or subheadings are considered substantive allegations, AMC denies each heading and subheading as it pertains to AMC. To the extent footnotes in the Complaint are considered substantive allegations, then the

response to the paragraph in which the footnote is found is AMC's response to the footnote as well.

In response to Plaintiffs' opening, unnumbered paragraph in the Complaint, AMC admits only that Plaintiffs have filed suit against a number of Defendants, including AMC. AMC denies that AMC is liable to Plaintiffs and denies that Plaintiffs are entitled to any relief. Except as specifically admitted below, AMC denies the allegations in the Complaint.

## **ANSWER**

### **I. INTRODUCTION**

1. Denied.

2. AMC admits that it is a property manager of multifamily residential apartment buildings. AMC denies the remaining allegations in Paragraph 2 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 2 regarding other Defendants and therefore denies same.

3. AMC admits only that it acts as a property manager on behalf of property owner clients. AMC denies the remaining allegations in Paragraph 3 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 2 regarding other Defendants and therefore denies same.

4. AMC admits only that the document cited in Paragraph 4 has been selectively quoted by Plaintiffs, states that document speaks for itself, and denies any allegations contained in Paragraph 4 that are inconsistent therewith. AMC is without knowledge sufficient to form a belief as to the truth of the various allegations regarding Defendant RealPage or other Defendants and therefore denies same. AMC denies any remaining allegations in Paragraph 4.

5. AMC admits only that the document cited in Paragraph 5 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 5 that are inconsistent therewith. AMC denies the allegations in Paragraph 5 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 5 and therefore denies same.

6. Denied.

7. AMC admits only that the document cited in Paragraph 7 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 7 that are inconsistent therewith. AMC denies the allegations in Paragraph 7 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief as to the allegations regarding other Defendants, including RealPage's "purpose" or other Defendants' use of RealPage products (including Camden), and therefore denies same.

8. AMC admits only that the document cited in Paragraph 8 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 8 that are inconsistent therewith. AMC denies all remaining allegations in Paragraph 8.

## **II. BACKGROUND**

9. AMC admits only that the documents cited in Paragraph 9 have been selectively quoted by Plaintiffs, states that documents the speaks for themselves, and denies any allegations contained in Paragraph 9 that are inconsistent therewith. AMC denies the allegations in Paragraph 9 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 9 and therefore denies the same.

10. AMC admits only that the document cited in Paragraph 10 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 10 that are inconsistent therewith. AMC denies the allegations in Paragraph 10 as they pertain to AMC, including any allegation that it participated in a “conspiracy” with any other Defendant. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 10 regarding other Defendants and therefore denies the same.

11. AMC denies the allegations in the first sentence of Paragraph 11. AMC admits only that the document cited in Paragraph 11 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 11 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 11 and therefore denies the same.

12. AMC denies the allegations in the first and second sentences of Paragraph 12. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 12 and therefore denies same.

13. AMC admits only that the document cited in Paragraph 13 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 13 that are inconsistent therewith. AMC denies the allegations in Paragraph 13 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 13 regarding other Defendants and therefore denies the same.

14. AMC denies the allegations in Paragraph 14 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 14 and therefore denies the same.

15. AMC denies the allegations in the first and second sentences in Paragraph 15 as they pertain to AMC. AMC admits only that the document cited in Paragraph 15 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 15 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 15 and therefore denies the same.

16. AMC admits only that the document cited in Paragraph 16 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 16 that are inconsistent therewith. AMC denies all remaining allegations in Paragraph 16.

17. AMC admits only that the document cited in Paragraph 17 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 17 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 17 and therefore denies the same.

18. AMC denies the allegations in Paragraph 18 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 18 regarding other Defendants and therefore denies same.

19. AMC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 19 and therefore denies same.

20. AMC denies the allegation in Paragraph 20 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 20 regarding other Defendants and therefore denies the same.

21. AMC admits only that the documents cited in Paragraph 21 have been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 21 that are inconsistent therewith. AMC denies the allegations in Paragraph 21 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 21, including Figure 1, and therefore denies the same.

22. AMC is without knowledge or information sufficient to form a belief as to the truth of the first sentence of Paragraph 22 and therefore denies same. AMC denies the second sentence of Paragraph 22, including Figure 2's purported illustration.

23. AMC admits only that the document cited in Paragraph 23 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 23 that are inconsistent therewith. AMC denies the allegations in Paragraph 23 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 23 and therefore denies the same.

24. AMC denies the allegations in the first sentence of Paragraph 24 as they pertain to AMC. AMC admits only that the documents cited in Paragraph 24 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 24 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 24 regarding other Defendants and therefore denies the same.

25. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 25 and therefore denies the same.

26. AMC admits only that the document cited in Paragraph 26 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 26 that are inconsistent therewith AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 26 and therefore denies the same.

27. AMC admits only that the documents cited in Paragraph 27 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 27 that are inconsistent therewith. AMC lacks knowledge or information to form a belief about the truth of the remaining allegations in Paragraph 27 and therefore denies the same.

28. AMC admits only that the document cited in Paragraph 28 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 28 that are inconsistent therewith. AMC is without knowledge or information to form a belief about the truth of the remaining allegations in Paragraph 28 and therefore denies the same.

29. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 29 and therefore denies the same.

30. Denied.

31. AMC denies the allegations in Paragraph 31 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 31 and therefore denies same.

32. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 32 and therefore denies same.

33. AMC admits only that the documents cited in Paragraph 33 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 33 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 33 and therefore denies same.

34. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 34, including Figures 3 and 4, and therefore denies same.

35. AMC denies the allegations in the first sentence of Paragraph 35 as they pertain to AMC. AMC admits only that the document cited in Paragraph 35 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 35 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the remaining allegations in Paragraph 35 and therefore denies same.

36. AMC admits only that the document cited in Paragraph 36 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 36 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 36 and therefore denies same.

37. AMC denies the allegations in Paragraph 37 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 37 regarding other Defendants and therefore denies same.



38. AMC admits only that the documents cited in Paragraph 38 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 38 that are inconsistent therewith. AMC denies the allegations in Paragraph 38 as they pertain to AMC. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 38 and therefore denies same.

39. AMC denies the allegations in the first sentence of Paragraph 39 as they pertain to AMC. AMC admits only that the document cited in Paragraph 39 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 39 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 39 and therefore denies same.

40. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 40 and therefore denies same.

41. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 41 and therefore denies same.

42. AMC admits only that the document cited in Paragraph 42 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 42 that are inconsistent therewith. AMC is without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 42 and therefore denies same.

43. Denied.

### **III. JURISDICTION AND VENUE**

44. AMC admits Paragraph 44 only to the extent it purports to characterize the claims brought by Plaintiffs and the relief they seek. AMC denies all remaining allegations in Paragraph 44 as they pertain to AMC. AMC specifically denies that Plaintiffs' claims are meritorious, that AMC engaged in any "anticompetitive conduct," that Plaintiffs are entitled to any relief against AMC, or that Plaintiffs have sustained any injuries due to any AMC conduct. AMC denies any remaining allegations in Paragraph 44.

45. The allegations in Paragraph 45 contain legal conclusions and characterizations, to which no responsive pleading is required. To the extent an answer is required, AMC admits that Plaintiffs purport to plead jurisdiction pursuant to 15 U.S.C. §§ 15, 26, and 28 U.S.C. §§ 1331, 1337.

46. The allegations in Paragraph 46 contain legal conclusions and characterizations, to which no responsive pleading is required. To the extent a response is required, AMC admits that the Judicial Panel on Multidistrict Litigation transferred related actions to this District for pretrial proceedings.

47. The allegations in Paragraph 47 contain legal conclusions and characterizations, to which no responsive pleading is required. To the extent a response is required, AMC admits only that it managed residential apartment units in a transferor District. AMC denies any remaining allegations in Paragraph 47 as they pertain to AMC. To the extent the allegations in Paragraph 47 pertain to other Defendants, AMC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 47 and therefore denies same.

48. The allegations in Paragraph 48 contain legal conclusions and characterizations, to which no responsive pleading is required. To the extent a response is required, AMC admits only that it engages in interstate commerce. AMC denies any remaining allegations in Paragraph 48 as

they pertain to ACC. To the extent the allegations in Paragraph 48 pertain to other Defendants, AMC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 48 and therefore denies same.

49. The allegations in Paragraph 49 contain legal conclusions and characterizations, to which no responsive pleading is required. To the extent a response is required, AMC denies the allegations in Paragraph 49.

#### **IV. THE PARTIES**

50. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 50 and therefore denies same.

51. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 51 and therefore denies same.

52. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 52 and therefore denies same.

53. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 53 and therefore denies same.

54. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 54 and therefore denies same.

55. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 55 and therefore denies same.

56. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 56 and therefore denies same.

57. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 57 and therefore denies same.

58. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 58 and therefore denies same.

59. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 59 and therefore denies same.

60. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 60 and therefore denies same.

61. The allegations in Paragraph 61 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 61 and therefore denies same.

62. The allegations in Paragraph 62 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 62 and therefore denies same.

63. The allegations in Paragraph 63 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 62 and therefore denies same.

64. The allegations in Paragraph 64 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 62 and therefore denies same.

65. The allegations in Paragraph 65 pertain to other Defendants and require no response. To the extent a response is required, AMC admits only that the document cited in Paragraph 65 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 202 that are inconsistent therewith. AMC lacks

knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 65 and therefore denies same.

66. The allegations in Paragraph 66 pertain to other Defendants and require no response. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 66 and therefore denies same.

67. The allegations in Paragraph 67 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 67 and therefore denies same.

68. The allegations in Paragraph 68 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 68 and therefore denies same.

69. The allegations in Paragraph 69 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 69 and therefore denies same.

70. The allegations in Paragraph 70 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 70 and therefore denies same.

71. AMC admits that it is a Utah limited liability corporation and an apartment management company, and that it currently operates in the following “regional submarkets,” as

characterized by Plaintiffs: Austin, Birmingham, Charlotte, Chicago, Cleveland, Columbus, Dallas-Fort Worth, Denver, Houston, Jacksonville, Kansas City, Las Vegas, Los Angeles, Louisville, New Orleans, Oklahoma City, Orlando, Phoenix, Portland, Raleigh, Sacramento, Salt Lake City, San Antonio, San Diego, San Francisco, San Jose, Seattle, and Tucson. AMC denies that Plaintiffs' regional submarkets are properly defined and denies that any such geographic areas are relevant markets for purposes of the antitrust laws. AMC further denies currently managing properties in the Atlanta submarket, as characterized by Plaintiffs. AMC lacks knowledge or information sufficient to form a belief about its alleged national rank with respect to the size of other apartment management companies and therefore denies same. AMC denies the last sentence of Paragraph 71 and further denies any remaining allegations in Paragraph 71.

72. AMC denies the allegations in Paragraph 72.

73. The allegations in Paragraph 73 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 73 and therefore denies same.

74. The allegations in Paragraph 74 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 74 and therefore denies same.

75. The allegations in Paragraph 75 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a "cartel" with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 75 and therefore denies same.

76. The allegations in Paragraph 76 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 76 and therefore denies same.

77. The allegations in Paragraph 77 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 77 and therefore denies same.

78. The allegations in Paragraph 78 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 78 and therefore denies same.

79. The allegations in Paragraph 79 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 79 and therefore denies same.

80. The allegations in Paragraph 80 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 80 and therefore denies same.

81. The allegations in Paragraph 81 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 81 and therefore denies same.

82. The allegations in Paragraph 82 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 82 and therefore denies same.

83. The allegations in Paragraph 83 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 83 and therefore denies same.

84. The allegations in Paragraph 84 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 84 and therefore denies same.

85. The allegations in Paragraph 85 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 85 and therefore denies same.

86. The allegations in Paragraph 86 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 86 and therefore denies same.

87. The allegations in Paragraph 87 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 87 and therefore denies same.



88. The allegations in Paragraph 88 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 88 and therefore denies same.

89. The allegations in Paragraph 89 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 89 and therefore denies same.

90. The allegations in Paragraph 90 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 90 and therefore denies same.

91. The allegations in Paragraph 91 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 91 and therefore denies same.

92. The allegations in Paragraph 92 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 92 and therefore denies same.

93. The allegations in Paragraph 93 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 93 and therefore denies same.

94. The allegations in Paragraph 94 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 94 and therefore denies same.

95. The allegations in Paragraph 95 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 95 and therefore denies same.

96. The allegations in Paragraph 96 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 96 and therefore denies same.

97. The allegations in Paragraph 97 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 97 and therefore denies same.

98. The allegations in Paragraph 98 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 98 and therefore denies same.

99. The allegations in Paragraph 99 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 99 and therefore denies same.

100. The allegations in Paragraph 100 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 100 and therefore denies same.

101. The allegations in Paragraph 101 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 101 and therefore denies same.

102. The allegations in Paragraph 102 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 102 and therefore denies same.

103. The allegations in Paragraph 103 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 103 and therefore denies same.

104. The allegations in Paragraph 104 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 104 and therefore denies same.

105. The allegations in Paragraph 105 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 105 and therefore denies same.

106. The allegations in Paragraph 106 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 106 and therefore denies same.

107. The allegations in Paragraph 107 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 107 and therefore denies same.

108. The allegations in Paragraph 108 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 108 and therefore denies same.

109. The allegations in Paragraph 109 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 109 and therefore denies same.

110. The allegations in Paragraph 110 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 110 and therefore denies same.

111. The allegations in Paragraph 111 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 111 and therefore denies same.

112. The allegations in Paragraph 112 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 112 and therefore denies same.

113. The allegations in Paragraph 113 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 113 and therefore denies same.

114. The allegations in Paragraph 114 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 114 and therefore denies same.

115. The allegations in Paragraph 115 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 115 and therefore denies same.

116. The allegations in Paragraph 116 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 116 and therefore denies same.

117. The allegations in Paragraph 117 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 117 and therefore denies same.

118. The allegations in Paragraph 118 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 118 and therefore denies same.

119. The allegations in Paragraph 119 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 119 and therefore denies same.

120. The allegations in Paragraph 120 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 120 and therefore denies same.

121. The allegations in Paragraph 121 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 121 and therefore denies same.

122. The allegations in Paragraph 122 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 122 and therefore denies same.

123. The allegations in Paragraph 123 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 123 and therefore denies same.

124. The allegations in Paragraph 124 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 124 and therefore denies same.

125. The allegations in Paragraph 125 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 125 and therefore denies same.

126. The allegations in Paragraph 126 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 126 and therefore denies same.

127. The allegations in Paragraph 127 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 127 and therefore denies same.

128. The allegations in Paragraph 128 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 128 and therefore denies same.

129. The allegations in Paragraph 129 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 129 and therefore denies same.

130. The allegations in Paragraph 130 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 130 and therefore denies same.

131. The allegations in Paragraph 131 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 131 and therefore denies same.

132. The allegations in Paragraph 132 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 132 and therefore denies same.

133. The allegations in Paragraph 133 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 133 and therefore denies same.

134. The allegations in Paragraph 134 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 134 and therefore denies same.

135. The allegations in Paragraph 135 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 135 and therefore denies same.



136. The allegations in Paragraph 136 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 136 and therefore denies same.

137. The allegations in Paragraph 137 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 137 and therefore denies same.

138. The allegations in Paragraph 138 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 138 and therefore denies same.

139. The allegations in Paragraph 139 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 139 and therefore denies same.

140. The allegations in Paragraph 140 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 140 and therefore denies same.

141. The allegations in Paragraph 141 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 141 and therefore denies same.

142. The allegations in Paragraph 142 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 142 and therefore denies same.

143. The allegations in Paragraph 143 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 143 and therefore denies same.

144. The allegations in Paragraph 144 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 144 and therefore denies same.

145. The allegations in Paragraph 145 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 145 and therefore denies same.

146. The allegations in Paragraph 146 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 146 and therefore denies same.

147. The allegations in Paragraph 147 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 147 and therefore denies same.

148. The allegations in Paragraph 148 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 148 and therefore denies same.

149. The allegations in Paragraph 149 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 149 and therefore denies same.

150. The allegations in Paragraph 150 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 150 and therefore denies same.

151. The allegations in Paragraph 151 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 151 and therefore denies same.

152. The allegations in Paragraph 152 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 152 and therefore denies same.

153. The allegations in Paragraph 153 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 153 and therefore denies same.

154. The allegations in Paragraph 154 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 154 and therefore denies same.

155. The allegations in Paragraph 155 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 155 and therefore denies same.

156. The allegations in Paragraph 156 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 156 and therefore denies same.

157. The allegations in Paragraph 157 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 157 and therefore denies same.

158. The allegations in Paragraph 158 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 158 and therefore denies same.

159. The allegations in Paragraph 159 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 159 and therefore denies same.

160. The allegations in Paragraph 160 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 160 and therefore denies same.

161. The allegations in Paragraph 161 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 161 and therefore denies same.

162. The allegations in Paragraph 162 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 162 and therefore denies same.

163. The allegations in Paragraph 163 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 163 and therefore denies same.

164. The allegations in Paragraph 164 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 164 and therefore denies same.

165. The allegations in Paragraph 165 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 165 and therefore denies same.

166. The allegations in Paragraph 166 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 166 and therefore denies same.

167. The allegations in Paragraph 167 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 167 and therefore denies same.

168. The allegations in Paragraph 168 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 168 and therefore denies same.

169. The allegations in Paragraph 169 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 169 and therefore denies same.

170. The allegations in Paragraph 170 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 170 and therefore denies same.

171. The allegations in Paragraph 171 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 171 and therefore denies same.

172. The allegations in Paragraph 172 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 172 and therefore denies same.

173. The allegations in Paragraph 173 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 173 and therefore denies same.

174. The allegations in Paragraph 174 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 174 and therefore denies same.

175. The allegations in Paragraph 175 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 175 and therefore denies same.

176. The allegations in Paragraph 176 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 176 and therefore denies same.

177. The allegations in Paragraph 177 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 177 and therefore denies same.

178. The allegations in Paragraph 178 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 178 and therefore denies same.

179. The allegations in Paragraph 179 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 179 and therefore denies same.

180. The allegations in Paragraph 180 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 180 and therefore denies same.

181. The allegations in Paragraph 181 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 181 and therefore denies same.

182. The allegations in Paragraph 182 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 182 and therefore denies same.

183. The allegations in Paragraph 183 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 183 and therefore denies same.



184. The allegations in Paragraph 184 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 184 and therefore denies same.

185. The allegations in Paragraph 185 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 185 and therefore denies same.

186. The allegations in Paragraph 186 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 186 and therefore denies same.

187. The allegations in Paragraph 187 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 187 and therefore denies same.

188. The allegations in Paragraph 188 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 188 and therefore denies same.

189. The allegations in Paragraph 189 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 189 and therefore denies same.

190. The allegations in Paragraph 190 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 190 and therefore denies same.

191. The allegations in Paragraph 191 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 191 and therefore denies same.

192. The allegations in Paragraph 192 pertain to other Defendants and require no response. To the extent a response is required, AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 192 and therefore denies same.

193. The allegations in Paragraph 193 pertain to other Defendants and require no response. To the extent a response is required, AMC denies the allegations as they pertain to AMC, including any allegation that it agreed to join a “cartel” with this (or any other) Defendant. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 193 and therefore denies same.

194. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 194 and therefore denies same.

195. Denied.

196. Paragraph 196 contains a legal conclusion and thus does not require a response. To the extent a response is required, AMC denies Paragraph 196.

197. Paragraph 197 contains legal conclusions to which to response is required. To the extent a response is required, AMC admits only that it is a property management company engaged in the management of day-to-day operations of multifamily rental properties, and that it does not have any ownership interest in the building its manages. AMC denies any remaining allegations in Paragraph 197 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 197 regarding other Defendants and therefore denies same.

198. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 198 and therefore denies same.

199. Paragraph 199 contains legal conclusions to which to response is required. To the extent a response is required, AMC admits only that its clients have decision-making authority with respect to pricing. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 199 and therefore denies same.

200. AMC denies the allegations in Paragraph 200.

201. AMC denies the allegations in Paragraph 201 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 201 and therefore denies same.

## **V. FACTUAL ALLEGATIONS**

### **A. A. Historical Competition Among Residential Property Managers.**

202. AMC admits only that the document cited in Paragraph 202 has been selectively, quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained

in Paragraph 202 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 202 and therefore denies the same.

203. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 203 and therefore denies the same.

204. AMC admits only that the document cited in Paragraph 204 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 204 that are inconsistent therewith. AMC denies the allegations in Paragraph 204 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the remaining allegations in Paragraph 204 and therefore denies same.

205. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 205 and therefore denies same.

206. AMC admits only that the documents cited in Paragraph 206 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 206 that are inconsistent therewith. AMC denies the allegations in Paragraph 206 as they pertain to AMC, including any allegation that it participated in the conspiracy alleged in this paragraph. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 206 and therefore denies same.

207. AMC admits only that the document cited in Paragraph 207 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 207 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 207 and therefore denies same.

**B. Evolution of RealPage's Revenue Management Solutions.**

208. AMC admits only that the document cited in Paragraph 208 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 208 that are inconsistent therewith. AMC denies the allegations in Paragraph 208 as they pertain to AMC, including any allegation in Paragraph 208 that it participated in an anticompetitive scheme. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 208 and therefore denies same.

209. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 209 and therefore denies same.

210. AMC admits only that the document quoted in Paragraph 210 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 210 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 210 and therefore denies same.

211. AMC denies the allegations in the first sentence of Paragraph 211 as they pertain to AMC. AMC admits only that the document cited in Paragraph 211 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 211 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 211 and therefore denies same.

212. AMC denies the allegations in the first sentence of Paragraph 212 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 212 and therefore denies same.

213. AMC admits only that the document cited in Paragraph 213 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 213 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 213 and therefore denies same.

214. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 214 and therefore denies same.

215. AMC admits only that the documents cited in Paragraph 215 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 215 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 215 and therefore denies same.

216. AMC admits only that the documents cited in Paragraph 216 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 216 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 216 and therefore denies same.

217. AMC admits only that the documents cited in Paragraph 217 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 217 that are inconsistent therewith. AMC lacks sufficient knowledge or information to form a belief about the truth of the remaining allegations in Paragraph 217 and therefore denies same.

218. AMC admits only that the documents cited in Paragraph 218 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 218 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 218 and therefore denies same.

219. AMC denies the allegations in the first sentence of Paragraph 219 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 219 and therefore denies same.

220. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 220 and therefore denies same.

221. AMC admits only that the documents cited in Paragraph 221 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 221 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 221 and therefore denies same.

222. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 222 and therefore denies same.

223. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 223 and therefore denies same.

224. AMC admits only that the document cited in Paragraph 224 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 224 that are inconsistent therewith. AMC lacks knowledge or information sufficient

to form a belief about the truth of the remaining allegations in Paragraph 224 and therefore denies same.

225. AMC admits only that the document cited in Paragraph 225 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 225 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 225 and therefore denies same.

226. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 226 and therefore denies same.

**C. Property Management Companies Effectively Outsourced Pricing and Supply Decisions to RealPage, Eliminating Competition.**

227. AMC denies the allegations in Paragraph 227 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations remaining allegations in Paragraph 226 and therefore denies same.

228. AMC admits only that the document cited in Paragraph 228 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 228 that are inconsistent therewith. AMC denies the allegations in Paragraph 228 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 228 regarding other Defendants and therefore denies same.

229. AMC admits only that the document cited in Paragraph 229 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 229 that are inconsistent therewith. AMC denies the allegations in Paragraph 229 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the



truth of the remaining allegations in Paragraph 229 regarding other Defendants and therefore denies same.

230. AMC denies the allegations in Paragraph 230 to the extent they pertain to AMC. AMC admits only that the documents cited in Paragraph 230 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 230 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 230 and therefore denies same.

231. AMC denies the allegations in Paragraph 231 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 231 and therefore denies same.

232. AMC denies the allegations in Paragraph 232 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 232 and therefore denies same.

233. AMC admits only that the document cited in Paragraph 233 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 233 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 233 and therefore denies same.

234. AMC admits only that the documents cited in Paragraph 234 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 234 that are inconsistent therewith. AMC denies the allegations in Paragraph 234 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a

belief about the remaining allegations in Paragraph 234 regarding other Defendants and therefore denies same.

235. AMC admits only that the documents cited in Paragraph 235 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 235 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 235 and therefore denies same.

236. AMC admits only that the document cited in Paragraph 236 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 236 that are inconsistent therewith. AMC denies the allegations in Paragraph 236 as they pertain to AMC, including any allegation that it participated in a cartel or agreed with others to increase prices at the expense of occupancy rates. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 236 regarding other Defendants and therefore denies same.

237. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 237 and therefore denies same.

238. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 238 and therefore denies same.

239. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 239 and therefore denies same.

240. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 240 and therefore denies same.

241. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 241 and therefore denies same.

242. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 242 and therefore denies same.

243. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 243 and therefore denies same.

244. AMC denies the allegations in Paragraph 244 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 244 and therefore denies same.

245. AMC denies the allegations in the first sentence of Paragraph 245 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 245 and therefore denies the same.

246. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 246 and therefore denies the same.

247. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 247 and therefore denies the same.

248. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 248 and therefore denies the same.

249. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 249 and therefore denies the same.

250. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 250 and therefore denies the same.

251. AMC denies the allegations in the last sentence of Paragraph 251 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 251 and therefore denies the same.

252. AMC admits only that the document cited in Paragraph 252 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 252 that are inconsistent therewith. AMC denies the allegations in Paragraph 252 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 252 regarding other Defendants and therefore denies same.

253. AMC admits only that the document cited in Paragraph 253 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 253 that are inconsistent therewith. AMC denies the allegations in Paragraph 252 as they pertain to AMC, including any allegation that it conspired with Defendants. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 253 regarding other Defendants and therefore denies same.

254. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 254 and therefore denies same.

**D. Defendants Collectively Monitor Compliance with the Scheme.**

255. AMC denies the allegations in Paragraph 255 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 255 and therefore denies same.

256. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 256 and therefore denies same.

257. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 257 and therefore denies same.

258. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 258 and therefore denies same.

259. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 259 and therefore denies same.

260. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 260 and therefore denies same.

261. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 261 and therefore denies same.

262. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 262 and therefore denies same.

263. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 263 and therefore denies same.

264. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 264 and therefore denies same.

265. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 265 and therefore denies the same.

266. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 266 and therefore denies same.

267. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 267 and therefore denies same.

268. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 268 and therefore denies same.

269. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 269 and therefore denies same.

270. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 270 and therefore denies same.

271. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 271 and therefore denies same.

272. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 272 and therefore denies same.

273. AMC denies the allegations in Paragraph 273 as they pertain to AMC, including any allegation that it was part of a “cartel.” AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 273 and therefore denies same.

274. AMC denies the allegations in Paragraph 274 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 274 and therefore denies same.

275. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 275 and therefore denies same.

276. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 276 and therefore denies same.

277. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 277 and therefore denies same.

278. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 278 and therefore denies same.

279. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 279 and therefore denies same.

280. AMC denies the allegations in Paragraph 280 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 280 and therefore denies the same.

281. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 281 and therefore denies the same.

282. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 282 and therefore denies the same.

283. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 283 and therefore denies the same.

284. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 284 and therefore denies the same.

285. AMC admits only that the document cited in Paragraph 285 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 285 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 285 and therefore denies the same.

286. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 286 and therefore denies the same.

**E. Property Owners and Managers Who Adopted RealPage's Pricing Recommendations Did So With the Common Goal of Raising Rent Prices Which Caused Inflated Rental Prices and Reduced Occupancy Levels in Their Respective Metro Areas.**

287. Denied.

288. AMC denies the allegations in Paragraph 288 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 288 regarding other Defendants and therefore denies the same.

289. AMC denies the allegations in Paragraph 289 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 289 regarding other Defendants and therefore denies the same.

290. AMC denies the allegations in Paragraph 290 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 290 regarding and therefore denies the same.

291. AMC admits only that the documents cited in Paragraph 291 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 291 that are inconsistent therewith. AMC denies the allegations in Paragraph 291 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 291 and therefore denies the same.

292. AMC admits only that the documents cited in Paragraph 291 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations contained in Paragraph 292 that are inconsistent therewith. AMC denies the allegations in Paragraph 291 as they pertain to AMC, including any allegation that it was part of a "conspiracy." AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 292 regarding other Defendants and therefore denies same.



293. Denied.

294. AMC admits only that the document cited in Paragraph 294 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 294 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 294 and therefore denies the same.

295. AMC admits only that the document cited in Paragraph 295 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 295 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 295 and therefore denies the same.

296. AMC admits only that the document cited in Paragraph 296 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 296 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 296 and therefore denies the same.

297. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 297 and therefore denies the same.

298. AMC denies the allegations in Paragraph 298 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 298 regarding other Defendants and therefore denies the same.

299. AMC admits only that the documents cited in Paragraph 299 have been selectively quoted by Plaintiffs, states that documents the speak for themselves, and denies any allegations

contained in Paragraph 299 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 299 and therefore denies the same.

300. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 300 and therefore denies the same.

301. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 301 and therefore denies the same.

302. AMC admits only that the document cited in Paragraph 302 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 302 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 302 and therefore denies the same.

303. AMC denies the allegations in Paragraph 303 to the extent they pertain to AMC. AMC admits only that the document cited in Paragraph 303 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 303 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 303 and therefore denies the same.

304. AMC admits only that the document cited in Paragraph 304 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 304 that are inconsistent therewith. AMC denies the allegations in Paragraph 304 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations Paragraph 304 and therefore denies the same.

305. AMC admits only that the document cited in Paragraph 305 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 305 that are inconsistent therewith. AMC denies the allegations in Paragraph 305 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the circumstances regarding the alleged video in Paragraph 305 and therefore denies same. AMC is similarly without knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 305 and therefore denies the same.

306. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 306 and therefore denies the same.

307. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 307 and therefore denies the same.

308. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 308 and therefore denies the same.

309. AMC admits only that the document cited in Paragraph 309 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 309 that are inconsistent therewith. AMC denies the allegations in Paragraph 309 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 309 regarding other Defendants and therefore denies the same.

310. AMC admits only that the document cited in Paragraph 310 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 310 that are inconsistent therewith. AMC lacks knowledge or information sufficient

to form a belief about the truth of the remaining allegations in Paragraph 310 and therefore denies the same.

311. AMC denies the allegations in Paragraph 311 to the extent they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 311 and therefore denies the same.

312. Denied.

**F. Property Owners and Managers Conspired Through Trade Associations to Standardize Lease Terms Unfavorable to Plaintiffs and Members of the Class.**

313. Denied.

314. AMC admits only that it is a member of the Texas Apartment Association. AMC denies any remaining allegations in Paragraph 314 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 314 regarding the TAA and other Defendants and therefore denies the same.

315. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 315 and therefore denies the same.

316. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 316 and therefore denies the same.

317. AMC denies the allegations in Paragraph 317 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 317 and therefore denies the same.

318. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 318 and therefore denies the same.

319. AMC admits only that the documents cited in Paragraph 319 have been selectively quoted by Plaintiffs, states that documents speak for themselves, and denies any allegations

contained in Paragraph 319 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 319 and therefore denies the same.

320. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 320 and therefore denies the same.

321. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 321 and therefore denies the same.

322. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 322 and therefore denies the same.

323. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 323 and therefore denies the same.

324. Denied.

325. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 325 and therefore denies the same.

326. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 326 and therefore denies the same.

327. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 327 and therefore denies the same.

328. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 328 and therefore denies the same.

329. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 329 and therefore denies the same.

330. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 330 and therefore denies the same.

331. AMC denies the allegations in Paragraph 331 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 331 and therefore denies the same.

**G. Preliminary Economic Analysis Confirms the Impact of RealPage's Revenue Management on Multifamily Rental Markets Nationwide.**

332. AMC denies the allegations in Paragraph 332 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations Paragraph 332 and therefore denies the same.

**i. Defendants' Increased Revenues Resulted from Proportionally Higher, Artificially Inflated Rent Increases.**

333. AMC admits only that the document cited in Paragraph 333 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 333 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 333 and therefore denies the same.

334. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 334, including Figure 9, and therefore denies the same.

335. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 335, including Figure 10, and therefore denies the same.

336. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 336 and therefore denies the same.

**ii. Owners, Owner-Operators, and Managing Defendants Engaged in Tacit Collusion to Artificially Increase Multifamily Rental Prices.**

337. Denied.

338. Denied.

339. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 339, including Figure 11, and therefore denies the same.

340. AMC denies that it operates in the “Atlanta submarket.” AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations, including Figure 12, in Paragraph 340 and therefore denies the same.

341. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 341, including Figure 13, and therefore denies the same.

342. AMC admits only that it currently manages multifamily rental properties in Ft. Worth, Denton, and Plano, Texas. AMC does not own these properties. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 342, including Figure 14, and therefore denies the same.

343. AMC admits only that it currently manages multifamily rental properties in Denver. AMC does not own these properties. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 343, including Figure 15, and therefore denies the same.

344. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 344, including Figure 16, and therefore denies the same.

345. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 345, including Figure 17, and therefore denies the same.

346. AMC admits only that it manages multifamily rental properties in Portland. AMC does not own these properties. AMC lacks knowledge or information sufficient to form a belief

about the truth of the remaining allegations in Paragraph 346, including Figure 18, and therefore denies the same.

347. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 347, including Figure 19, and therefore denies the same.

348. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 348, including Figures 20-28, and therefore denies the same.

349. Denied.

350. Denied.

**iii. Supply and Demand Factors Do Not Explain Inflated Rental Prices.**

351. AMC admits only that a regression analysis is a statistical method that attempts to describe relationships between variables. AMC denies the remaining allegations in Paragraph 351.

352. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 352 and therefore denies the same.

353. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 353, including Figure 29, and therefore denies the same.

354. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 354 and therefore denies the same.

**iv. Atlanta Submarket.**

355. AMC denies the allegations in paragraph 355 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 355 and therefore denies the same.

356. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 356 and therefore denies the same.



357. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 357 and therefore denies the same.

358. AMC denies the allegations in paragraph 358 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 358, including Figure 30, and therefore denies the same.

359. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 359 and therefore denies the same.

360. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 360, including Figure 31, and therefore denies the same.

**v. Orlando Submarket.**

361. AMC denies the allegations in paragraph 361 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 361, including Figure 32, and therefore denies the same.

**vi. Phoenix Submarket.**

362. AMC denies the allegations in paragraph 362 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 362, including Figure 33, and therefore denies the same.

**vii. Fort Worth (Dallas Submarket).**

363. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 363 and therefore denies the same.

364. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 364 and therefore denies the same.

365. Denied.

**H. “Plus Factors” in the Multifamily Rental Housing Market Provide Additional Evidence of a Price Fixing Conspiracy.**

366. AMC denies the allegations in the first sentence of Paragraph 366. AMC admits only that the document cited in Paragraph 366 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 366 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 366 and therefore denies the same.

367. Denied.

**i. The Multifamily Rental Market Is Highly Concentrated.**

368. AMC denies the allegations in Paragraph 368 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 368 and therefore denies the same.

**ii. High Barriers to Entry.**

369. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 369 and therefore denies the same.

370. AMC denies any allegation in Paragraph 370 as they pertain to AMC, including any allegation that AMC is part of a “cartel.” AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 370 and therefore denies the same.

371. AMC denies any allegation in Paragraph 371 as they pertain to AMC, including any allegation that AMC is part of a “cartel.” AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 371 and therefore denies the same.

**iii. High Switching Costs for Renters.**

372. AMC denies the allegations in Paragraph 272 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 372 and therefore denies the same.

373. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 373 and therefore denies the same.

374. AMC denies the allegations in Paragraph 374 as they pertain to AMC, including any allegation that it entered a pricing cartel. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 374 and therefore denies the same.

**iv. Inelasticity of Demand.**

375. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 375 and therefore denies the same.

376. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 376 and therefore denies the same.

**v. Multifamily Rental Housing Units Are a Fungible Product.**

377. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 377 and therefore denies the same.

378. AMC admits only that the document cited in Paragraph 378 has been selectively quoted by Plaintiffs, states that document the speaks for itself, and denies any allegations contained in Paragraph 378 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 378 and therefore denies the same.

379. AMC denies the allegations in Paragraph 379 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 379 and therefore denies the same.

**vi. Defendants Exchange Competitively Sensitive Information.**

380. AMC denies the allegations in Paragraph 380 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 380 and therefore denies the same.

**vii. Motive, Opportunities, and Invitations to Collude.**

381. Denied.

382. Denied.

383. AMC denies the allegations in the first sentence of Paragraph 383. AMC admits only that the documents cited in Paragraph 383 have been selectively quoted by Plaintiffs, states that documents speak for themselves, and denies any allegations contained in Paragraph 383 that are inconsistent therewith. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 383 and therefore denies the same.

384. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 384 and therefore denies the same.

385. AMC denies the allegations in Paragraph 385 to the extent they pertain to AMC. AMC admits only that it understands that RealPage hosts an annual “RealWorld” conference. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 385 and therefore denies the same.

386. AMC denies the first sentence of Paragraph 386. AMC admits only that its representatives have attended some NMHC events. AMC denies any remaining allegations in Paragraph 386 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a

belief about the truth of the remaining allegations in Paragraph 386 regarding other Defendants and therefore denies the same.

387. AMC admits only that it is a member of the Texas Apartment Association. AMC denies any remaining allegations in Paragraph 314 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 387 regarding the TAA and other Defendants and therefore denies the same.

388. AMC denies the allegations in the first sentence of Paragraph 388. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 388 and therefore denies the same.

389. Denied.

390. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 390 and therefore denies the same.

391. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 391 and therefore denies the same.

## **VI. RELEVANT MARKET**

392. Denied.

393. Denied.

### **A. The Relevant Product Market Is Multifamily Residential Real Estate Leases.**

394. Denied.

395. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 395 and therefore denies the same.

396. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 396 and therefore denies the same.

397. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 397 and therefore denies the same.

398. Paragraph 398 contains legal conclusions and characterizations to which no responsive pleading is required. To the extent a response is required, AMC admits only that Paragraph 398 purports to define the “SSNIP test.” Except as expressly admitted, AMC denies the allegations in Paragraph 398.

399. Denied.

**B. Defendants’ Market Power in the Multifamily Residential Real Estate Market.**

400. Denied.

401. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 401 and therefore denies the same.

402. AMC denies the allegations in Paragraph 402 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 402 and therefore denies the same.

403. AMC denies the allegations in Paragraph 403 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 403 and therefore denies the same.

404. AMC denies the allegations in Paragraph 404 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 404 and therefore denies the same.

**C. Regional Submarkets**

405. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 405 and therefore denies the same.

406. AMC denies the allegation in Paragraph 406 that the table in Appendix C accurately represents the regions in which AMC operates. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 406 and therefore denies the same.

407. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 407 and therefore denies the same.

408. Denied.

409. Denied.

**i. Nashville, Tennessee**

410. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 410 and therefore denies the same.

411. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 411 and therefore denies the same.

412. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 412 and therefore denies the same.

413. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 413 and therefore denies the same.

414. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 414 and therefore denies the same.

415. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 415 and therefore denies the same.

**ii. Atlanta, Georgia**

416. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 416 and therefore denies the same.

417. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 417 and therefore denies the same.

418. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 418 and therefore denies the same.

419. AMC denies the allegations in Paragraph 419 as they pertain to AMC. AMC does not manage multifamily units in the “Atlanta Submarket,” as defined by Plaintiffs. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 419 and therefore denies the same.

420. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 420 and therefore denies the same.

421. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 421 and therefore denies the same.

**iii. Austin, Texas**

422. AMC denies the first sentence of Paragraph 422 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Austin Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 422 and therefore denies the same.

423. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 423 and therefore denies the same.

424. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 424 and therefore denies the same.



425. AMC denies the allegations in Paragraph 425 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 425 and therefore denies the same.

426. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 427 and therefore denies the same.

427. Denied.

**iv. Baltimore, Maryland**

428. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 428 and therefore denies the same.

429. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 429 and therefore denies the same.

430. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 430 and therefore denies the same.

431. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 431 and therefore denies the same.

432. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 432 and therefore denies the same.

433. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 433 and therefore denies the same.

434. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 434 and therefore denies the same.

**v. Boston, Massachusetts**

435. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 410 and therefore denies the same.

436. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 436 and therefore denies the same.

437. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 437 and therefore denies the same.

438. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 438 and therefore denies the same.

439. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 439 and therefore denies the same.

440. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 440 and therefore denies the same.

441. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 441 and therefore denies the same.

**vi. Charlotte, North Carolina**

442. AMC denies the first sentence of Paragraph 442 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Charlotte Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 442 and therefore denies the same.

443. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 443 and therefore denies the same.

444. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 444 and therefore denies the same.

445. AMC denies the allegations in Paragraph 445 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 445 and therefore denies the same.

446. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 446 and therefore denies the same.

447. Denied.

**vii. Chicago, Illinois**

448. AMC denies the first sentence of Paragraph 448 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Chicago Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 448 and therefore denies the same.

449. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 449 and therefore denies the same.

450. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 450 and therefore denies the same.

451. AMC denies the allegations in Paragraph 451 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 451 and therefore denies the same.

452. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 452 and therefore denies the same.

453. Denied.

**viii. Dallas, Texas**

454. AMC denies the first sentence of Paragraph 454 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Dallas Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 454 and therefore denies the same.

455. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 455 and therefore denies the same.

456. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 456 and therefore denies the same.

457. AMC denies the allegations in Paragraph 457 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 457 and therefore denies the same.

458. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 458 and therefore denies the same.

459. Denied.

**ix. Denver, Colorado**

460. AMC denies the first sentence of Paragraph 460 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Denver Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 460 and therefore denies the same.

461. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 461 and therefore denies the same.

462. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 462 and therefore denies the same.

463. AMC denies the allegations in Paragraph 463 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 463 and therefore denies the same.

464. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 464 and therefore denies the same.

465. Denied.

466. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 466 and therefore denies the same.

**x. Detroit, Michigan**

467. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 467 and therefore denies the same.

468. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 468 and therefore denies the same.

469. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 469 and therefore denies the same.

470. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 470 and therefore denies the same.

471. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 471 and therefore denies the same.

472. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 472 and therefore denies the same.

**xi. Houston, Texas**

473. AMC denies the first sentence of Paragraph 473 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Houston Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 473 and therefore denies the same.

474. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 474 and therefore denies the same.

475. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 475 and therefore denies the same.

476. AMC denies the allegations in Paragraph 476 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 476 and therefore denies the same.

477. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 477 and therefore denies the same.

478. Denied.

**xii. Jacksonville, Florida**

479. AMC denies the first sentence of Paragraph 479 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Jacksonville Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 479 and therefore denies the same.

480. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 480 and therefore denies the same.

481. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 481 and therefore denies the same.

482. AMC denies the allegations in Paragraph 482 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 482 and therefore denies the same.

483. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 483 and therefore denies the same.

484. Denied.

**xiii. Las Vegas, Nevada**

485. AMC denies the first sentence of Paragraph 485 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Las Vegas Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 485 and therefore denies the same.

486. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 486 and therefore denies the same.

487. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 487 and therefore denies the same.

488. AMC denies the allegations in Paragraph 488 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 488 and therefore denies the same.

489. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 489 and therefore denies the same.

490. Denied.

**xiv. Los Angeles, California**

491. AMC denies the first sentence of Paragraph 491 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Los Angeles Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 491 and therefore denies the same.

492. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 492 and therefore denies the same.

493. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 493 and therefore denies the same.

494. AMC denies the allegations in Paragraph 494 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 494 and therefore denies the same.

495. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 495 and therefore denies the same.

496. Denied.

497. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 497 and therefore denies the same.

**xv. Memphis, Tennessee**

498. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 498 and therefore denies the same.

499. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 499 and therefore denies the same.



500. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 500 and therefore denies the same.

501. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 501 and therefore denies the same.

502. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 502 and therefore denies the same.

503. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 503 and therefore denies the same.

**xvi. Miami, Florida**

504. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 504 and therefore denies the same.

505. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 505 and therefore denies the same.

506. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 506 and therefore denies the same.

507. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 507 and therefore denies the same.

508. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 508 and therefore denies the same.

509. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 509 and therefore denies the same.

**xvii. Milwaukee, Wisconsin**

510. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 510 and therefore denies the same.

511. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 511 and therefore denies the same.

512. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 512 and therefore denies the same.

513. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 513 and therefore denies the same.

514. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 514 and therefore denies the same.

515. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 515 and therefore denies the same.

**xviii. Minneapolis, Minnesota**

516. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 516 and therefore denies the same.

517. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 517 and therefore denies the same.

518. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 518 and therefore denies the same.

519. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 519 and therefore denies the same.

520. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 520 and therefore denies the same.

521. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 521 and therefore denies the same.

**xix. New York, New York**

522. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 522 and therefore denies the same.

523. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 523 and therefore denies the same.

524. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 524 and therefore denies the same.

525. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 525 and therefore denies the same.

526. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 526 and therefore denies the same.

527. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 527 and therefore denies the same.

528. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 528 and therefore denies the same.

**xx. Orlando, Florida**

529. AMC denies the first sentence of Paragraph 529 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Orlando Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 529 and therefore denies the same.

530. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 530 and therefore denies the same.

531. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 531 and therefore denies the same.

532. AMC denies the allegations in Paragraph 532 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 532 and therefore denies the same.

533. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 533 and therefore denies the same.

534. Denied.

**xxi. Philadelphia, Pennsylvania**

535. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 535 and therefore denies the same.

536. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 536 and therefore denies the same.

537. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 537 and therefore denies the same.

538. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 538 and therefore denies the same.

539. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 539 and therefore denies the same.

**xxii. Phoenix, Arizona**

540. AMC denies the first sentence of Paragraph 540 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Phoenix Submarket” is not a properly defined geographic market. AMC lacks knowledge or information

sufficient to form a belief about the truth of the remaining allegations in Paragraph 540 and therefore denies the same.

541. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 541 and therefore denies the same.

542. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 542 and therefore denies the same.

543. AMC denies the allegations in Paragraph 543 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 543 and therefore denies the same.

544. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 544 and therefore denies the same.

545. Denied.

546. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 546 and therefore denies the same.

**xxiii. Pittsburgh, Pennsylvania**

547. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 547 and therefore denies the same.

548. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 548 and therefore denies the same.

549. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 549 and therefore denies the same.

550. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 550 and therefore denies the same.

551. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 551 and therefore denies the same.

552. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 552 and therefore denies the same.

**xxiv. Portland, Oregon**

553. AMC denies the first sentence of Paragraph 553 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Portland Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 553 and therefore denies the same.

554. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 554 and therefore denies the same.

555. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 555 and therefore denies the same.

556. AMC denies the allegations in Paragraph 556 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 556 and therefore denies the same.

557. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 557 and therefore denies the same.

558. Denied.

559. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 559 and therefore denies the same.

**xxv. San Diego, California**

560. AMC denies the first sentence of Paragraph 560 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “San Diego Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 560 and therefore denies the same.

561. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 561 and therefore denies the same.

562. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 562 and therefore denies the same.

563. AMC denies the allegations in Paragraph 563 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 563 and therefore denies the same.

564. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 564 and therefore denies the same.

565. Denied.

566. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 566 and therefore denies the same.

**xxvi. San Francisco, California**

567. AMC denies the first sentence of Paragraph 567 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “San Francisco Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 567 and therefore denies the same.

568. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 568 and therefore denies the same.

569. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 569 and therefore denies the same.

570. AMC denies the allegations in Paragraph 570 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 570 and therefore denies the same.

571. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 571 and therefore denies the same.

572. Denied.

573. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 573 and therefore denies the same.

**xxvii. San Jose, California**

574. AMC denies the first sentence of Paragraph 574 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “San Jose Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 574 and therefore denies the same.

575. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 575 and therefore denies the same.

576. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 576 and therefore denies the same.



577. AMC denies the allegations in Paragraph 577 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 577 and therefore denies the same.

578. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 578 and therefore denies the same.

579. Denied.

580. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 580 and therefore denies the same.

**xxviii. Seattle, Washington**

581. AMC denies the first sentence of Paragraph 581 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Seattle Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 581 and therefore denies the same.

582. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 582 and therefore denies the same.

583. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 583 and therefore denies the same.

584. AMC denies the allegations in Paragraph 584 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 584 and therefore denies the same.

585. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 585 and therefore denies the same.

586. Denied.

587. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 587 and therefore denies the same.

**xxix. St. Louis, Missouri**

588. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 588 and therefore denies the same.

589. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 589 and therefore denies the same.

590. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 590 and therefore denies the same.

591. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 591 and therefore denies the same.

592. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 592 and therefore denies the same.

593. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 593 and therefore denies the same.

**xxx. Tampa, Florida**

594. AMC denies the first sentence of Paragraph 594 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Tampa Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 594 and therefore denies the same.

595. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 595 and therefore denies the same.

596. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 596 and therefore denies the same.

597. AMC denies the allegations in Paragraph 597 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 597 and therefore denies the same.

598. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 598 and therefore denies the same.

599. Denied.

**xxxi. Tucson, Arizona**

600. AMC denies the first sentence of Paragraph 600 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Tucson Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 600 and therefore denies the same.

601. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 601 and therefore denies the same.

602. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 602 and therefore denies the same.

603. AMC denies the allegations in Paragraph 603 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 603 and therefore denies the same.

604. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 604 and therefore denies the same.

605. Denied.

**xxxii. Washington, District of Columbia**

606. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 606 and therefore denies the same.

607. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 607 and therefore denies the same.

608. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 608 and therefore denies the same.

609. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 609 and therefore denies the same.

610. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 610 and therefore denies the same.

611. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 611 and therefore denies the same.

612. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 612 and therefore denies the same.

**xxxiii. Wilmington, North Carolina**

613. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 613 and therefore denies the same.

614. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 614 and therefore denies the same.

615. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 615 and therefore denies the same.

616. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 616 and therefore denies the same.

617. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 617 and therefore denies the same.

618. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 618 and therefore denies the same.

619. AMC denies the allegations in Paragraph 619 to the extent they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 619 and therefore denies the same.

**xxxiv. Birmingham-Hoover, AL MSA**

620. AMC denies the first sentence of Paragraph 620 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Birmingham Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 620 and therefore denies the same.

621. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 621 and therefore denies the same.

622. AMC denies the allegations in Paragraph 622 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 622 and therefore denies the same.

623. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 623 and therefore denies the same.

624. Denied.

**xxxv. Buffalo, New York**

625. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 625 and therefore denies the same.

626. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 626 and therefore denies the same.

627. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 627 and therefore denies the same.

628. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 628 and therefore denies the same.

629. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 629 and therefore denies the same.

**xxxvi. Cincinnati, Ohio**

630. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 630 and therefore denies the same.

631. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 631 and therefore denies the same.

632. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 632 and therefore denies the same.

633. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 633 and therefore denies the same.

634. Denied.

**xxxvii. Cleveland, Ohio**

635. AMC denies the first sentence of Paragraph 635 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Cleveland Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 635 and therefore denies the same.

636. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 636 and therefore denies the same.

637. AMC denies the allegations in Paragraph 637 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 637 and therefore denies the same.

638. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 638 and therefore denies the same.

639. Denied.

**xxxviii. Columbus, Ohio**

640. AMC denies the first sentence of Paragraph 640 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Columbus Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 640 and therefore denies the same.

641. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 641 and therefore denies the same.

642. AMC denies the allegations in Paragraph 642 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 642 and therefore denies the same.

643. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 643 and therefore denies the same.

644. Denied.

**xxxix. Hartford, Connecticut**

645. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 645 and therefore denies the same.

646. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 646 and therefore denies the same.

647. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 647 and therefore denies the same.

648. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 648 and therefore denies the same.

649. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 649 and therefore denies the same.

**xl. Riverside, California**

650. AMC denies the first sentence of Paragraph 650 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Riverside Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 650 and therefore denies the same.

651. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 651 and therefore denies the same.

652. AMC denies the allegations in Paragraph 652 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 652 and therefore denies the same.

653. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 653 and therefore denies the same.



654. Denied.

**xli. Sacramento, California**

655. AMC denies the first sentence of Paragraph 655 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Sacramento Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 655 and therefore denies the same.

656. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 656 and therefore denies the same.

657. AMC denies the allegations in Paragraph 657 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 657 and therefore denies the same.

658. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 658 and therefore denies the same.

659. Denied.

**xlii. Salt Lake City, Utah**

660. AMC denies the first sentence of Paragraph 660 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “Salt Lake City Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 660 and therefore denies the same.

661. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 661 and therefore denies the same.

662. AMC denies the allegations in Paragraph 662 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 662 and therefore denies the same.

663. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 663 and therefore denies the same.

664. Denied.

**xliii. San Antonio, Texas**

665. AMC denies the first sentence of Paragraph 665 because: (a) it lacks knowledge or information sufficient to form a belief about the scope of the referenced MSA; (b) the “San Antonio Submarket” is not a properly defined geographic market. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 665 and therefore denies the same.

666. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 666 and therefore denies the same.

667. AMC denies the allegations in Paragraph 667 as they pertain to AMC. AMC lacks knowledge or information sufficient to form a belief about the truth of the remaining allegations in Paragraph 667 and therefore denies the same.

668. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 668 and therefore denies the same.

669. Denied.

**xliv. San Juan, Puerto Rico**

670. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 670 and therefore denies the same.

671. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 671 and therefore denies the same.

672. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 672 and therefore denies the same.

**xliv. Virginia Beach, Virginia**

673. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 673 and therefore denies the same.

674. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 674 and therefore denies the same.

675. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 675 and therefore denies the same.

676. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 676 and therefore denies the same.

677. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 677 and therefore denies the same.

678. Denied.

679. AMC lacks knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 679 and therefore denies the same.

680. Denied.

**VII. CLASS ACTION ALLEGATIONS**

681. AMC denies that the proposed class, as defined by Plaintiffs, is appropriate for class certification and therefore denies Paragraph 681.

682. AMC denies that the proposed class, as defined by Plaintiffs, is appropriate for class certification and therefore denies Paragraph 682.

683. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 683 and therefore denies the same.

684. Denied.

685. Denied.

686. Denied

687. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 687 and therefore denies the same.

688. Denied.

689. Denied

690. AMC is without knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 690 and therefore denies the same.

## **VIII. ANTITRUST INJURY**

691. Denied.

692. Denied.

693. Denied.

## **IX. CONTINUING VIOLATION**

694. Denied.

695. Denied.

696. Denied.

697. Denied.

698. Denied.

699. Denied.

700. Denied.

**X. CLAIMS FOR RELIEF**

**COUNT I**  
**Price Fixing in Violation of**  
**Section 1 of the Sherman Act (15 U.S.C. § 1)**

701. AMC incorporates its responses to Paragraphs 1 to 700.

702. Denied.

703. Denied.

704. Denied.

705. Denied.

706. Denied.

707. Denied.

**COUNT II**  
**Violation of State Antitrust Statutes**  
**(On behalf of Plaintiffs and the Class)**

708. AMC incorporates its responses to Paragraphs 1 to 707.

709. Denied.

710. Denied.

711. Denied.

712. Denied.

713. AMC denies that Plaintiffs are entitled to any relief as alleged in Paragraph 713.

AMC denies all remaining allegations in Paragraph 713.

714. Denied.

715. Denied.

716. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 716 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies the allegations in Paragraph 716.

717. Denied.

718. Denied.

719. Because Plaintiffs do not allege that AMC operates uses RealPage RMS in this state, Paragraph 719 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 719.

720. Denied.

721. Denied.

722. Denied.

723. Denied.

724. Denied.

725. Denied.

726. Denied.

727. Denied.

728. Denied.

729. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 729 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 729.

730. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 730 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 730.

731. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 731 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 731.

732. Because Plaintiffs do not allege that AMC manages or uses RealPage RMS in this state, Paragraph 732 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 732.

733. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 733 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 733.

734. Denied.

735. Denied.

736. Denied.

737. Denied.

738. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 738 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 738.

739. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 739 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 739.

740. Denied.

741. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 741 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 741.

742. Denied.

743. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 743 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 743.

744. Denied.

745. Denied.

746. Denied.

747. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 747 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 747.

748. Denied.

749. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 749 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 749.

750. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 750 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 750.

751. Denied.



752. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 752 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 752.

753. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 753 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 753.

754. Denied.

755. Denied.

756. Because Plaintiffs do not allege that AMC operates or uses RealPage RMS in this state, Paragraph 756 is irrelevant as to AMC and thus requires no response. To the extent that a response is required, AMC denies allegations in Paragraph 756.

757. Denied.

### **GENERAL DENIAL**

AMC denies each and every allegation contained in the Complaint that is not specifically admitted above.

## **XI. PRAYER FOR RELIEF**

AMC denies that Plaintiffs are entitled to any relief, including the specific relief requested in Paragraphs A through E in the Complaint's Prayer for Relief. Moreover, AMC prays that:

- A. The Court deny Plaintiffs' class action certification;
- B. Plaintiffs' Complaint against AMC be dismissed with prejudice in its entirety;
- C. AMC be awarded its costs and attorneys' fees incurred herein to the extent provided by applicable law; and
- D. The Court award such other and further relief as this Court deems just and proper.

## **XII. JURY TRIAL DEMANDED**

AMC admits that Plaintiffs purport to demand a trial by jury pursuant to Rule 38(b) of the Federal Rules of Civil Procedure for all of the issues pled that are so triable. However, such a trial is unnecessary as Plaintiffs' claims should be dismissed as a matter of law. AMC further states that certain named Plaintiffs and unnamed class members have signed valid and enforceable jury waivers.

### **AFFIRMATIVE DEFENSES**

Without assuming any burden that it would not otherwise bear, AMC sets forth below its avoidances and defenses to Plaintiffs' claims. Each defense is asserted as to all claims against AMC. Nothing stated herein is intended or shall be construed as an admission that any particular issue or subject matter is relevant to the Plaintiffs' allegations.

AMC reserves the right to amend and/or supplement its defenses and assert counterclaims as more information becomes known during the course of discovery up to and including the time of trial. As separate and distinct affirmative defenses, AMC states as follows:

#### **FIRST DEFENSE** **(Failure to State a Claim)**

1. Plaintiffs' claims are barred in whole or in part because Plaintiffs' Complaint fails to state a claim upon which relief can be granted.

#### **SECOND DEFENSE** **(Statute of Limitations)**

2. Plaintiffs' claims are barred, in whole or in part, by the applicable statute of limitations.

3. To the extent Plaintiffs seek to bring claims outside the applicable statute of limitations, Plaintiffs' Complaint is time-barred.

4. To the extent that Plaintiffs' Complaint relies on information made public more than four years ago, Plaintiff's Complaint is time-barred.

**THIRD DEFENSE**  
**(No Injury)**

5. Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have not suffered any injury in fact or any injury cognizable under the antitrust laws.

6. Plaintiffs' alleged harm lies in their speculation that many companies colluded seamlessly through a conspiracy, resulting in their harm. In essence, Plaintiffs complain about the impact of naturally unpredictable changes in the market conditions that exist in the global, national, and local economy.

7. To the extent that Plaintiffs maintain that they were injured by these events, such an injury is not cognizable under the antitrust laws.

**FOURTH DEFENSE**  
**(Failure to Mitigate)**

8. Plaintiffs' claims are barred, in whole or in part, because Plaintiffs failed to exercise reasonable care to mitigate any damages they may have suffered.

9. To the extent Plaintiffs allege they paid prices above competitive levels, Plaintiffs and had an obligation to mitigate their damages by seeking other sources of supply, including from other property managers or owners. Plaintiffs' failure to exercise reasonable care to mitigate damages was the complete or partial cause of any damages Plaintiffs may have suffered.

**FIFTH DEFENSE**  
**(Lack of Proximate Cause & Intervening/Superseding Conduct)**

10. Plaintiffs' claims are barred, in whole or in part, because any alleged injuries and damages either were not legally or proximately caused by any acts or omissions of AMC or were caused, if at all, solely and proximately by Plaintiffs' conduct or by the conduct of third parties

including, without limitation, the prior, intervening, or superseding conduct of Plaintiffs or such third parties.

**SIXTH DEFENSE**  
**(Waiver)**

11. Plaintiffs' claims are barred, in whole or in part, by the doctrine of waiver.

12. Plaintiffs' continued rental leases at what they now allege are prices above the competitive level manifest an intention to waive any right to bring this suit and are inconsistent with any other intention.

13. Plaintiffs, by their actions, accepted the benefits of an ongoing relationship with Defendants and relinquished their rights to bring suit.

**SEVENTH DEFENSE**  
**(Laches)**

14. Plaintiffs' claims are barred by the equitable doctrine of laches.

15. Plaintiffs demonstrated an unreasonable lack of diligence in bringing their claims.

16. Plaintiffs' unreasonable lack of diligence in bringing their claims now bars them.

**EIGHTH DEFENSE**  
**(Consent)**

17. Plaintiffs' claims are barred, in whole or in part, due to their ratification of, and consent to, Defendants' conduct.

18. Plaintiffs' Complaint demonstrates its long-standing ratification of and consent to the complained-of conduct.

19. Accordingly, because Plaintiffs have been aware for years of the very same conduct they now challenge—and because some of that conduct provided Plaintiffs a direct benefit—Plaintiffs' claims are barred by the doctrine of ratification.

**NINTH DEFENSE**  
**(Arbitration Agreements, Class Action Waivers, or Other Contractual Terms)**

20. Plaintiffs' and putative class members' claims are barred, in whole or in part, to the extent Plaintiffs and putative class members entered into a contract that requires arbitration of the claims at issue, requires suit in a different forum, precludes a jury trial, or precludes a class or other representative proceeding.

**TENTH DEFENSE**  
**(Right to Set Off Amounts Paid)**

21. Without admitting the existence of any contract, combination, or conspiracy in restraint of trade, and expressly denying same, Plaintiffs' claims are barred, in whole or in part, by non-settling Defendants' right to set off any amounts paid to Plaintiffs by any Defendants who have settled, or do settle, Plaintiffs' claims against them in this action.

**ELEVENTH DEFENSE**  
**(Contracts Without Any Purported Overcharge)**

22. Without admitting the existence of any contract, combination, or conspiracy in restraint of trade, and expressly denying same, Plaintiffs' claims are barred, in whole or in part, to the extent that Plaintiffs entered into contracts that do not include any purported overcharge.

**TWELFTH DEFENSE**  
**(Improper Damages)**

23. Plaintiffs' claim for damages is barred because their alleged damages, if any, are speculative and uncertain, and because of the impossibility of ascertaining and allocating their alleged damages.

**THIRTEENTH DEFENSE**  
**(Acquiescence)**

24. Plaintiffs' claims are barred, in whole or in part, by the Plaintiffs' knowing acquiescence to the restraints of trade alleged in the Complaint.

**FOURTEENTH DEFENSE**  
**(Lack of Jurisdiction)**

25. Some or all of Plaintiffs' state-law claims cannot be brought against AMC for a lack of jurisdiction. For instance, the laws of the states cited in Count II of the Complaint are not intended to, and do not, apply to conduct occurring outside of those states, and Plaintiffs' Complaint does not include any Plaintiff from the States of Alaska, Arizona, District of Columbia, Hawaii, Idaho, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Utah, Vermont, Virginia, West Virginia, Wisconsin, and Wyoming.

26. Many of the state laws allegedly giving rise to Plaintiffs' claims do not apply because the alleged conduct did not occur within or substantially affect the citizens or commerce of the respective states or because AMC had no specific intent to impact the commerce of those states. As a result, the application of those state laws to AMC's conduct would violate the Due Process Clauses and Commerce Clause of the U.S. Constitution, the principle of federalism, and the constitutions and laws of the respective states at issue.

27. To the extent that the Complaint seeks to assert claims or obtain relief on behalf of multifamily renters located outside of the jurisdictions governed by those laws, those claims are barred as improper assertions of extraterritorial jurisdiction and any effort to enforce those laws as to residents of other states would violate the Due Process Clause and the Commerce Clause of the U.S. Constitution and various state laws and constitutions.

**FIFTEENTH DEFENSE**  
**(No Private Right of Action)**

28. Some of Plaintiffs' state-law claims are barred, in whole or in part, to the extent Plaintiffs seek damages under state laws that do not permit recovery of damages by private plaintiffs, including, without limitation, any claims brought under the laws of Georgia or Pennsylvania.

**SIXTEENTH DEFENSE**  
**(Failure to Comply with State Law Notice)**

29. Plaintiffs' claims are barred, in whole or in part, to the extent that Plaintiffs failed to comply with the notice requirements under various state laws, including, without limitation, any claim brought under the laws of Massachusetts.

**SEVENTEENTH DEFENSE**  
**(Justified & Pro-Competitive Conduct)**

30. Plaintiffs' claims are barred, in whole or in part, because AMC's alleged conduct has not unreasonably restrained trade and was lawful, justified, and pro-competitive, constituted bona fide business practices, and was carried out in furtherance of AMC's independent and legitimate business interests.

**EIGHTEENTH DEFENSE**  
**(Incorporating Other Defendants' Defenses)**

31. AMC adopts and incorporates by reference any and all other defenses asserted by any other Defendant to the extent that the defense would apply to AMC.

**NINETEENTH DEFENSE**  
**(Right to Assert Other Defenses)**

32. AMC reserves the right to assert other defenses as this action proceeds up to and including the time of trial.

AMC reserves the right to raise any additional defenses, cross-claims, and third-party claims not asserted herein of which it may become aware through discovery or other investigation.

DATED this 5th day of February, 2024

/s/ Sarah B. Miller

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**CERTIFICATE OF SERVICE**

Pursuant to Paragraph 9 of the Court's Practice and Procedures Notice entered April 19, 2023 (ECF No. 2), I certify that counsel of record who are registered for CM/ECF filing will be served electronically with this filing on February 5, 2024.

*s/ Sarah B. Miller*  
Sarah B. Miller